

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

)	
In re:)	
)	Chapter 11
QUINCY MEDICAL CENTER, INC.,)	
QMC ED PHYSICIANS, INC.,)	Case No. 11-16394-MSH
QUINCY PHYSICIAN CORPORATION,)	
)	(Jointly Administered)
Debtors.)	
)	

**AGREED ORDER AMENDING INTERIM ORDER UNDER BANKRUPTCY CODE
SECTIONS 105, 361, 362, 363 AND 507(b), AND BANKRUPTCY RULES 2002, 4001
AND 9014, (I) AUTHORIZING DEBTORS TO UTILIZE CASH COLLATERAL,
(II) GRANTING ADEQUATE PROTECTION TO PREPETITION
SECURED PARTIES, AND (III) SCHEDULING FINAL HEARING**

WHEREAS, on July 1, 2011, the Debtors (as defined in the Interim Order under Bankruptcy Code Sections 105, 361, 362, 363 and 507(b), and Bankruptcy Rules 2002, 4001 and 9014, (I) Authorizing Debtors to Utilize Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, and (III) Scheduling Final Hearing [Docket No. 60] (the “Interim Order”)) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Massachusetts (the “Bankruptcy Court”);

WHEREAS, pursuant to the Interim Order, the Prepetition Secured Parties (as defined in the Interim Order) consented to the Debtors’ use of Cash Collateral (as defined therein) on the terms set forth therein;

WHEREAS, unless amended, the Debtors’ right to use Cash Collateral pursuant to the Interim Order will terminate (i) in accordance with its terms on August 1, 2011, and (ii) if the Debtors do not file a plan of liquidation containing provisions dealing with the treatment of all

classes of claims that are reasonably satisfactory to the Indenture Trustee and accompanying disclosure statement by August 1, 2011;

WHEREAS, the Debtors have requested that the Prepetition Secured Parties amend the Interim Order in order to allow the use of Cash Collateral to terminate on August 12, 2011, and to extend the time to file a plan of liquidation and disclosure statement to August 3, 2011; and

WHEREAS, the Prepetition Secured Parties are willing to amend the Interim Order as set forth in this Stipulation and Order.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:


1. Paragraph 12(a)(x) of the Interim Order is amended by deleting “August 1, 2011” at the end of the paragraph and replacing it with “August 12, 2011”.

2. Paragraph 12(a)(xi)(3) of the Interim Order is deleted and replaced with the following: “by (a) August 3, 2011, file with the Bankruptcy Court a plan of liquidation containing provisions dealing with the treatment of all classes of claims that are reasonably satisfactory to the Indenture Trustee and accompanying disclosure statement, and (b) August 1, 2011, file with the Bankruptcy Court an amended proposed order approving the sale transaction referred to in clause 12(a)(xi)(1) above, which amended proposed order must contain as a condition precedent to closing of such sale transaction, the entry of a confirmation order (in form and substance satisfactory to the Indenture Trustee) with respect to the plan of liquidation referred to in clause 12(a)(xi)(3)(a), provided that the Debtors may, in their sole discretion, waive such condition to closing or otherwise seek entry of a sale order that does not contain such condition to closing;

3. Paragraph 12(a)(xi)(4) of the Interim Order is amended by deleting “August 15, 2011” and replacing it with “August 17, 2011”.

4. Except as expressly amended by this Order, the Interim Order remains unmodified and in full force and effect.

Dated: August 1, 2011

A handwritten signature in black ink, appearing to read "Melvin S. Hoffman", written over a horizontal line.

Honorable Melvin S. Hoffman
United States Bankruptcy Judge